05-44481-rdd Doc 9213 Filed 09/04/07 Entered 09/04/07 14:09:30 Main Document Pg 1 of 3

B210 (12/04)

# UNITED STATES BANKRUPTCY COURT Southern District of New York

In re: <b>Delphi Corp.</b>	Case No. <b>05-44481</b>	
• •	(Jointly Administered)	
	Court ID (Court use only)	

### NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(a)(2). Fed P. Bankr P. of the transfer other than for security of the claim referenced in this notice.

3001(e)(2), Fed.R. Bankr.P., of the transfer, other than for security,	of the claim referenced in this notice.		
SPCP GROUP, L.L.C., as agent for Silver Point			
Capital Fund, L.P. and Silver Point Capital	W.R. Grace & CoConn.		
Offshore Fund, LTD			
Name of Transferee	Name of Transferor		
Name and Address where notices to transferee	Court Record Address of the transferor		
should be sent	(Court Use Only)		
SPCP GROUP, L.L.C., as agent for Silver Point			
Capital Fund, L.P. and Silver Point Capital			
Offshore Fund, LTD			
Two Greenwich Plaza, 1st Floor			
Greenwich, CT 06830			
Attn: Brian A. Jarmain			
Last Four Digits of Acct. #:	Last Four Digits of Acct. #:		
Transfer Amount: \$ 865,213.80			
Name and Address where transferee payments	Name and Current Address of transferor		
should be sent (if different from above)			
	W.R. Grace & CoConn.		
SPCP GROUP, L.L.C., as agent for	7500 Grace Drive		
Silver Point Capital Fund, L.P. and	Columbia, MD 21044		
Silver Point Capital Offshore Fund, LTD	Attn: Larry Marchman		
Two Greenwich Plaza, 1st Floor	Attn: Bonita Harsh		
Greenwich, CT 06830			
Attn: Irene Wu			
Phone: 203-542-4061	Phone: 410-431-4261		
203-542-4161	410-531-4434		
Last Four Digits of Acct #:	Last Four Digits of Acct #:		
Court Claim # (if known): 7748			
Date Claim Filed: 6/9/2006			
I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.			

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 & 3571.

—DEADLINE TO OBJECT TO TRANSFER—

The transferor of claim named above is advised that this Notice of transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court

Date:

CLERK OF THE COURT

Date: July 30, 2007

# EXHIBIT A TO ASSIGNMENT OF CLAIM

#### EVIDENCE OF TRANSFER OF CLAIM

#### TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, W. R. GRACE & CO.-CONN. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$865,213.80 (the "Assigned Claim"), against Delphi Corporation ("Debtor"), the debtor-in-possession in Case No. 05-44481 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on February 12, 2007.

W.R. GRACE & CO.-CONN.

Name: Robert M. Tarola
Title: Vice President and

dent M Tarolo

05-44481-rdd Doc 9213 Filed 09/04/07 Entered 09/04/07 14:09:30 Main Document

	rupter Court	
United States Bankruptcy Court	DISTRICT OF New York	PROOF OF CLAIM
Name of Debtor Delphi Corporation et.al.	Case Number 05-44481(RDD)	PROOF 5. 5
NOTE: This form should not be used to make a claim for an adminis of the case. A "request" for payment of an administrative expense ma	strative expense arising after the commencement by be filed pursuant to 11 U.S.C. § 503.	H-7748
Name of Creditor (The person or other entity to whom the debtor owes money or property):  W.R. Grace & Company-Conn	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement	
W.R. Grace & Company-Conn  Name and address where notices should be sent:	giving particulars.  Check box if you have never received any	r
Name and address where notices should be sent: 7500 Grace Drive	notices from the bankruptcy court in this case.	1
Columbia, MD 21044	Check box if the address differs from the address on the envelope sent to you by	1
Telephone number: 410-531-4261	the court.	THIS SPACE IS FOR COURT USE ON
Last four digits of account or other number by which creditor identifies debtor:	Check here replaces if this claim amends a previously filed of	
1. Basis for Claim	Retiree benefits as defined in 111	
Goods sold Services performed	Wages, salaries, and compensatio	<del></del>
Money loaned Personal injury/wrongful death	Unpaid compensation for service	es performed
Taxes	from toto	(date)
Other		(445,
2. Date debt was incurred: Various	3. If court judgment, date obtained:	
4. Classification of Claim. Check the appropriate box or boxes tha		the claim at the time case file
See reverse side for important explanations.  Unsecured Nonpriority Claim \$ 865,213.80	Secured Claim	
Check this box if: a) there is no collateral or lien securing your b) your claim exceeds the value of the property securing it, or if c) nonly part of your claim is entitled to priority.	claim, or a right of setoff).  Check this box if your claim is se a right of setoff).  Brief Description of Collateral:	ecured by collateral (including
Unsecured Priority Claim	Real Estate Motor Vehi	hicle Other
Check this box if you have an unsecured claim, all or part of which is		
Amount entitled to priority \$	Amount of arrearage and other charges secured claim, if any: \$	at time case filed included in
Specify the priority of the claim:  Domestic support obligations under 11 U.S.C. & 507(a)(1)(A) or	Up to \$2,225* of deposits toward purchas or services for personal, family, or housel	ase, lease, or rental of property
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)	§ 507(a)(7).  Taxes or penalties away to governmental.	
Wages, salaries, or commissions (up to \$10,000),* earned within days before filing of the bankruptcy petition or cessation of the debtor	Taxes or penalties owed to governmental  180 Other - Specify applicable paragraph of 1	
days before filing of the bankruptcy petition or cessation of the debtor business, whichever is earlier - 11 U.S.C. \$ 507(a)(4).  Contributions to an employee benefit plan - 11 U.S.C. \$ 507(a)(4)	*Amounts are subject to adjustment on 4/1/07	7 and every 3 years thereafter
5. Total Amount of Claim at Time Case Filed:	(5). \$ 865,213.80	865,753.80
Check this box if claim includes interest or other charges in additional charges.	(unecured) (secured) (prior	ority) (Total)
6. Credits: The amount of all payments on this claim has been c	credited and deducted for the purpose of THIS	IS SPACE IS HAR COURT USE ONLY
making this proof of claim.		Justinet meeting
<ol> <li>Supporting Documents: Attach copies of supporting documen orders, invoices, itemized statements of running accounts, contract</li> </ol>	ts, court judgments, mortgages, security	
agreements, and evidence of perfection of lien. DO NOT SEND	ORIGINAL DOCUMENTS. If the	
documents are not available, explain. If the documents are volumi  B. Date-Stamped Copy: To receive an acknowledgment of the filin		
addressed envelope and copy of this proof of claim.		
Date Sign and print the name and title, if any, of the file this claim (attach copy of power of attorne	creditor or other person authorized to ev. if any):	
1 /6 // 6	man Manager Credit & Collections	